

To: The Honorable Robert D. Drain  
United States Bankruptcy Court  
Southern District of New York  
Brieant Federal Building  
Courtroom 118  
300 Quarropas Street  
White Plains, NY  
10601-4140

Attn: To the chambers of the Honorable Judge Robert D. Drain

From: Delphi Retiree's Committee Member  
William B. Gifford  
538 W. Taylor  
Kokomo, Indiana 46901  
Cell: 765-513-4889  
e-mail: [wbgifford@aol.com](mailto:wbgifford@aol.com)

Reference:

DPH Holdings Corp., et al., Reorganized Debtors  
Chapter 11 – Case no. 05-44481  
Court Dockets #20820, #20818, #20821, #20869, #21070, #20640  
Hearing Date: March 17, 2011 at 10:00 a.m.

**A LETTER TO THE COURT CONCERNING VIOLATIONS OF THE "FIRST  
AMENDED AND RESTATED DELPHI SALARIED RETIREES ASSOCIATION BENEFIT  
TRUST AGREEMENT" BY A MEMBER OF THE OFFICIAL COMMITTEE OF  
RETIRED SALARIED EMPLOYEES PURSUANT TO 11 U.S.C. § 1114(d)"**

This is with respect to the Court Dockets #20820, 20818, 20821, 20869, 21070, 20640  
and the Further Supplemental Response By Official Committee Of Eligible Salaried  
Retirees To Limited Objection By VEBA Committee

Dear Judge Drain:

I, William B. Gifford, jr., being a member of the 1114 Retiree's Committee feel I  
have an obligation and responsibility, to the Court and to the retirees, to bring to the  
attention of the Court various agreement violations by the DSRA Benefit Trust (VEBA)  
Board of Directors.

This report has nothing to do with the up coming motion dealing with COBRA  
continuation. That motion is needed for the retirees and has nothing to do with this  
document.

This report, is to show the Court, that even though the VEBA BOD agreed to a  
new "First Amended and Restated Delphi Salaried Retirees Association Benefit  
Agreement" (Trust Agreement) with the 1114 Committee and submitted that agreement  
to the Court (Docket #20821 Dated 11/17/2010) by the DSRA Benefit Trust (VEBA)  
Attorney, they willfully failed to abide by that agreement (See Exhibit A). This is the same  
attitude that the 1114 Committee has tried to endure since April 21<sup>st</sup> of 2009.

U.S. BANKRUPTCY COURT  
FILED

This report deals only with the actions of the DSRA BT BOD since the end of November of 2010. Issues prior to, dealing with the old Trust Agreement, are not the focus of this report.

This attitude of power and control by the DSRA BT Board of Directors is far deeper than with just the 1114 Committee and the Court, but also with the vendors and retirees.

Even though an attempt by 1114 Chair Jim Frost to remind the DSRA BT BOD that both parties had responsibilities governing the DSRA BT BOD elections, that attempt was rebuffed by Co-chair Carol Light (See Exhibit B).

Even though Den Black Co-chair of the DSRA BT in 2010 has resigned from the DSRA BT Board of Directors (VEBA) he is still Chairman of the DSRA (a separate Corporation supporting Salaried Retirees) continues the non-transparency to the retirees he fostered while co-chair of the DSRA BT BOD, of which he has great influence over. Most recently he has issued a statement that anyone issuing a negative message on the DSRA Group Yahoo site about the VEBA "they will be called out". This was after he tried to get the DSRA Yahoo Group Website shut down. I have included with other documentation the minutes of the DSRA Core Group call concerning the "call out" (See Exhibit F) and the e-mail where he tried to shut down the Yahoo site. At the same time, current Co-chair Jim Baker severely criticized a retiree for posting a message (See Exhibit F) on this same site from a "Concerned Retiree" that had asked very direct questions and made very direct statements, to the DSRA BT BOD. This was one retirees attempt to inform the beneficiaries and to get some answers from the DSRA BT BOD leadership. The concerns and questions, had they have been answered by Mr. Baker, would have been provided the retirees with answers to issues that have been kept from them. But Mr. Baker, like his predecessor, has no intent of the retirees knowing what the VEBA has done or is doing. The DSRA BT BOD has also announced they will no longer participate in the DSRA Core Group Call and that they will only communicate with the retirees by e-blast, e-mails, their web site and by mail further enhancing their non-transparency direction. I have included only a small sample to the Court of their actions.

One of the reasons I bring all of this up is because you had made the comment (on September 24, 2010, page 13 lines 23, 24, 25 page 14 line 1) *"I'm troubled by the notion that two sets of fiduciaries are squabbling and it is not – that squabble, until last night, has really not been made evident to the actual beneficiaries, the retirees who you all represent."* It is action by Mr. Black, Mr. Baker and Ms. Light that have restricted full disclosure from going to the beneficiaries. Continued threats and harassment of retirees that have already undergone severe hardships financially, has created a reluctance to push or pursue additional activity on their part.

And equally important, the reason I bring this up, is because nothing has changed and the DSRA BT BOD will continue to violate the agreements and keep the beneficiaries in the dark. I would not expect the Court to do anything about the harassment or the unprofessional demeanor of these people. I provide these issues as an example of the reality of what is happening. However, I hope the violations of the agreements are within the prevue of the Court.

Please review the list of violations of the Trust Agreement in **Exhibit A**. Documentation is provided in other Exhibits as indicated in Exhibit A. This list will also include issues dealing with vendor contracts and the reasons I hope the Court will consider the issue. This may be an ERISA issue, but the initial agreement was made by the 1114 Committee and the Court should be aware of the issues involved.

One last thing, some of the past Court transcripts have not been posted on the Courts web site. In some cases they could be ordered. But as a reminder, the 1114

Committee does not have any funding to purchase transcripts. If they are not posted on the courts web, then we may not have access to the transcript of the March 17<sup>th</sup> Hearing.

Your honor, if the Court elects to disregard this letter, I will accept that. But I feel I would not have represented the retirees to the best of my ability if I had not filed this report.

I am very thankful for the 1114 Attorney Mr. Gloster, who is not getting paid for the work he had done trying to assist the retirees and defend the 1114 Committee over these past many months.

I am very thankful for your Honor decisions regarding the Retirees. Without the Courts guidance the Delphi Retirees would have suffered even more severely than they have regarding their insurance benefits.

I wish to thank the Court for the other members of the 1114 Retirees Committee. They have been a fantastic group of people to work with, through such stressful and trying times. They are honest, have integrity and worked hard for the retirees. And some of the members continue to work for the retirees, outside of the elements of the 1114 Committee.

Thank you for your time.

Respectfully,



William B. Gifford  
Member of the 1114 Committee  
538 W. Taylor  
Kokomo, Indiana 46901  
Cell: 765-513-4889  
e-mail: [wbgifford@aol.com](mailto:wbgifford@aol.com)

cc:

Timothy T. Brock, Esq.  
SARRERLEE STEPHENS BURKE & BURKE LLP  
230 Park Avenue, Suite 1130  
New York, New York 10169  
(212) 818-9200

Patricia L. Beaty, Esq.  
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Indianapolis, IN 46204  
(317)-636-4341

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FARELLA BRAUN + MARTEL LLP  
Russ Building  
235 Montgomery Street  
San Francisco, CA 94104  
(415) 954-4472

## **EXHIBIT A**

## **EXHIBIT A**

### **Violations of Agreements**

#### **1. Failed to notify the 1114 in a timely manner.**

VEBA - Failed to provide the 1114 the detailed and specific draft of the Election Procedure six (6) weeks prior to adopting the procedure.

- The 1114 Retirees Committee was notified by e-mail on January 10, 2010 that the VEBA Election Procedures would be posted on their new website on 1/13/11(See Exhibit B). Even though Jim Frost Chairman of the 1114 had offered the 1114 assistance in developing the procedure via e-mail in December of 2010, with a negative response from the VEBA Co-chair Carol Light (See Exhibit B)

### **ARTICLE XI**

#### **Procedures for VEBA Committee**

3. *Term of Office, Officers, Succession: voting by Voting Beneficiaries:...*

(D) *Election Procedures:*

"..Six weeks prior to adopting election procedures for April 2011 elections, the VEBA Committee shall provide the individuals who constituted the 1114 Committee as of the Amendment Date the detailed and specific draft election procedures for their review and comment and shall take those comments into account in adopting fair, open, and balanced election procedures."

#### **2. Failure to give proper notice of the Election**

VEBA- Failed to give beneficiaries and plan participants proper notice of the elections.

- In both the VEBA e-mail of 1/10/11 and in their "Election Announcement" of 1/13/11 (on their website [www.DSRABenefitTrust.net](http://www.DSRABenefitTrust.net)) there was less than 30 days notification for the potential voters, from the day of the announcement and the close of nominations on February 7, 2011. There was even less time for those retirees being notified by the U.S. Postal Service. (See Exhibit C - 1/14/11 E-blast Election Announcement and Carol Light Election Response)

### **ARTICLE XI**

#### **Procedures for VEBA Committee**

3.*Term of Office, Officers, Succession: voting by Voting Beneficiaries:...*

(D) *Election Procedures:* "...the VEBA Committee shall provided at least one month's advance notice of nomination deadline and the election process to all Enrolled Participants (and, by Web as set forth below, to all Voting Beneficiaries), to permit nominations in advance of any transmittal of ballots and acceptance of votes."

#### **3. Not providing fair, open elections for candidates and eligible voters**

VEBA- Failed to provide fair and open elections to all eligible voters and candidates.

- The VEBA Election Committee indicated there were qualifications that the candidates must meet. Then again as a result of their failure to provide the necessary materials to all eligible voters, limiting those who could actually vote, they knowingly excluded a group of retirees from the opportunity to vote.

A) Both the Vince Wilson e-mail of 1/10/11 (See Exhibit B – 1/10/11 Vince Wilson Notification to 1114) and the "Election Announcement" posted on their website 1/13/11 (See

**Exhibit C - 1/13/11 DSRA BT Election Announce Letter)** indicated that the candidate needed experience in Finance, Purchasing or Employee Benefits.

B) Again on the VEBA web site under Election Documents "2011 DSRA Benefit Trust Candidacy Qualification Requirements" (**See Exhibit C - DSRA BT Qualifications**) bullet number 4 under the heading "Qualifications" is "Proven fiscal responsibility and integrity".

C) By delaying notification of some retirees, the U. S. Postal Service "snail mail" (**See Exhibit C Carol Light e-mail**) notification, these eligible voters did not have the same opportunity as those retirees contacted by e-mail, thereby impeding their decision making process in comparison to the other eligible voters that were contacted.

D) Voters can only vote by computer, even though some eligible voters do not have access to a computer (**See Exhibit C - 1/14/11 Carol Light Election Process String**). Even though the DSRA BT sent letters out (**See Exhibit C**) telling eligible voters basically that if they didn't have a computer they could use someone else's or go to the Library, get free e-mail address and then register for the election. This is a very complicated thing for retirees that do not have a computer. Letter ballots would have been fair to this block of voters.

#### **ARTICLE XI Procedures for VEBA Committee**

3. *Term of Office, Officers, Succession: voting by Voting Beneficiaries:...*

(D) *Election Procedures: ..."The election procedures shall be fair, open, transparent,..."*

#### **4. Failed to put a proper third party in place to handle the voting, counting and reporting of the results of the election.**

VEBA- Failed to provide an independent third party as directed by the Amended Trust Agreement.

- Three Delphi Salaried Retirees were identified by the DSRA BT as the Election Committee (**See Exhibit C - DSRA BT Election Announce Letter**) and handled the ballots and results of the election. They were:

Vince Wilson - DSRA BT Board Member - Secretary - Delphi Salaried Retiree

Bob Von Schwedler - Paid DSRA BT web master for the DSRA BT Web Site - Delphi Salaried Retiree.

Jim Thomas - Delphi Salaried Retiree (former DSRA Election Committee Member)

Bob Von Schwedler set up the re-registration procedure after setting up the DSRA BT Website. As per the VEBA information received, Bob was paid to set up the Web site and the voting program and is being paid by the VEBA to maintain and make changes to the DSRA BT Web site - conflict of interest?

#### **ARTICLE XI Procedures for VEBA Committee**

3. *Term of Office, Officers, Succession: voting by Voting Beneficiaries:...*

(D) *Election Procedures: "...and votes shall be counted by a third party (not the VEBA Committee or its counsel)."*

#### **5. The DSRA BT Board of Directors Failed to post on their Web site a copy of the Bylaws. The VEBA has also made changes to their Bylaws and have not properly notified the retirees of those changes.**

VEBA - Has had request for copies of the Bylaws which they have not responded to as of this date. They have also failed to post a copy of their Bylaws. Plus they have made changes to the DSRA Bylaws without proper notification to the retirees.

- The DSRA BT BOD changed their Bylaws after demanding the Court to Disband the 1114 (See Exhibit D - DSRA BT Election FAQ's A5Q5), then hide the fact of all changes by not posting the Bylaws, there is absolutely no reason why the Bylaws are not posted for all retirees. they could have posted the Bylaws the same time they posted the Trust Agreement.

#### **ARTICLE XI Procedures for VEBA Committee**

**3. Term of Office, Officers, Succession: voting by Voting Beneficiaries:...**

*(E) Notice. The VEBA Board shall provide to all Enrolled Participants written notice of all changes to the Trust Agreement, the Bylaws, and any changes to compensation of the Members, and shall provide a current copy of the Trust Agreement, The Bylaws the latest form 5500 and all compensation for the members on the website of the DSRA or such other publicly accessible website as is appropriate to provide notice to Voting Beneficiaries.*

**6. The DSRA BT has terminated a contract that was established by the 1114 Retirees Committee.**

VEBA - Claims that they did this as a result of their ERISA Fiduciary Responsibility  
-This contract with Cone Insurance was established by the 1114 Retirees Committee (See Exhibit E - Contract with CIG) as a result of its responsibility under the U. S. Bankruptcy Court. Since this was part of the Trust when the DSRA BT agreed to become Trustees for the Salaried Retirees, in my opinion there should have been no fiduciary liability through the life of the contract. As a result of the DSRA BT termination (See Exhibit E) of the Insurance Brokers contract established by the 1114 Committee, excessive legal cost and expense to the Trust Funds is very probable.

- Plus the Statement of Work (SOW) provided by CIG to the 1114 Committee and updated on 10/3/10 far surpassed any other Insurance Broker for the Commission being paid by the plan participants and not by the Trust. The SOW submitted to the DSRA BT BOD at their request surpasses what was verbally agreed to by the 1114 prior to the signing of the contract (See Exhibit E - SOW )

#### **FIRST AMENDED AND RESTATED DELPHI SALARIED RETIREES ASSOCIATION BENEFIT TRUST AGREEMENT**

...

WHEREAS, the VEBA Committee is willing to enter into this Trust Agreement to establish the Trust for the purposes of providing such retiree welfare benefits consistent with the intent of the aforementioned "Settlement Agreement";

WHEREAS, the 1114 Committee has engaged in significant efforts to set up the Trust in a particular manner, which has included efforts to find suitable agents and third parties to provide necessary services to the Trust, such as insurance brokers, third party insurance providers and the like;

#### **Article XII Powers and Duties of the VEBA Committee**

**6. Appointment of Administrator: Delegation of Authority.** ...In conjunction with the 1114 Committee's efforts to set up the VEBA Trust, the 1114 Committee may have entered into

contracts for service. The VEBA Committee shall adopt and/or ratify such contracts as necessary. The VEBA Committee, moreover, shall seek to continue with said contracts unless and/or until the VEBA Committee deems said contracts or related commitments are no longer in the best interest of the Plan Participants in the exercise of the VEBA Committee's fiduciary responsibilities. ...

**Article XV**  
**Miscellaneous**

1. *Fiduciary Duties:* Except as otherwise provided herein, each fiduciary shall have only those powers, duties, responsibilities and obligations as are specifically allocated to it under the Trust Agreement ...



## **EXHIBIT B**

**EXHIBIT B**

**Violations of Agreements  
(E-mail Notification and Responses)**

**E-MAIL FROM DSRA BT SECRETARY V. WILSON TO 1114 COMMITTEE**

From: vincewil@directv.net  
Reply-to: Vincewil@directv.net  
To: james.r.frost@roadrunner.com, salaryhelp@hotmail.com, wbgifford@aol.com,  
jhagenbach@roadrunner.com, micholson@indy.rr.com, catcar55@aol.com  
CC: Joe\_McHugh@MSN.Com, jab346@comcast.net, carollight1@hotmail.com,  
mab346@comcast.net  
Sent: 1/10/2011 7:05:08 P.M. Eastern Standard Time  
Subj: DSRA BT election status

The following is a brief update concerning the 2011 DSRA Benefit Trust election timing. Attached is the membership announcement which includes additional info. We are still "fine tuning" the Candidate "Election Materials".

Vince Wilson for the election committee

**Election Timing:**

- 1-13-11 E-blast Announcement  
Start Receiving Candidate Registrations
- 2-7-11 Close acceptance of Candidate Registrations  
Review & Post Candidate Resume's
- 2-14-11 E-blast Voting announcement ( instructions & eligibility rules)
- 2-15-11 E-mail Invitations (Polls open)
- 3-8-11 End Voting (Polls Closed)  
Count the votes
- 3-15-11 Elected Candidates announced
- 4-1-11 Elected Candidates take BoD seat

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**Attachment:** DSRABTElectionAnnounce.doc (123.5KB)

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Attachment to e-mail dated 1/10/11 7:05pm

**DSRA\*BENEFIT TRUST**  
**BENEFIT PLANS FOR DELPHI RETIREES**

Jan. 13, 2011

[www.DSRABenefitTrust.net](http://www.DSRABenefitTrust.net)

**Election Announcement:**

The DSRA Benefit Trust Election Committee is officially announcing the first annual election of Trustee's to the DSRA Benefit Trust Board of Directors. There are 3 BoD positions open that will be filled by election of eligible candidates. The BoD candidates are to be seated on April 1, 2011 for a 2 year or 3 year term limit.

This announcement is a "*Call for Candidates*" and is your opportunity to contribute to the quality and security of the benefits offered by DSRA Benefit Trust. People with Finance, Purchasing and Employee Benefits experience will have the opportunity to utilize their skills directly, for the benefit of Delphi Retirees.

To be considered for one of these important positions, you must submit the required documentation that can be found in the "2011 Election Materials" folder on the [www.DSRABenefitTrust.net](http://www.DSRABenefitTrust.net) website to Vince Wilson at [Vincewils@Directv.net](mailto:Vincewils@Directv.net) no later than Feb. 7, 2011.

**Contents of the "2011 Election Materials" folder:**

- 1) Candidate Instructions
- 2) Candidate Qualifications Requirements
- 3) Conflict of Interest Policy with Supplier List
- 4) Candidate Registration Form – must be submitted
- 5) Candidate Resume Form – must be submitted

Please consider contributing your time and expertise to the success of DSRA Benefit Trust and the welfare of all Delphi Retirees. There will be future communications provided concerning the detailed election timing, voter eligibility and instruction.

Thank you for your consideration

DSRA BT Election Committee  
Jim Thomas  
Robert Von Schwedler  
Vince Wilson

**1114 COMMITTEE E-MAIL FROM CHAIR JIM FROST**

From: james.r.frost@roadrunner.com  
To: carollight1@hotmail.com  
CC: denblack@cox.net, jab346@comcast.net, joe\_mchugh@msn.com, mab346@comcast.net, vincewil@directv.net, Jamacbain@aol.com, wstevens@woh.rr.com, wingpr72@hotmail.com, salaryhelp@hotmail.com, wbgifford@aol.com, jhagenbach@roadrunner.com, rnicholson@indy.rr.com, catcar55@aol.com, pjdobosz@verizon.net, norris.john.c@gmail.com, jgosik@mac.com, jdc3119@aol.com, tomjacirose@sbcglobal.net, pbeiter@rochester.rr.com, flkeysmanf@msn.com, magicbilliards@magicbilliards.com, falg2@roadrunner.com, danielsliwinski@aol.com, Jimhthomas1@aol.com  
Sent: 12/30/2010 10:17:40 P.M. Eastern Standard Time  
Subj: RE: 1114 committee/DSRA BT Amended Agreement - 2011 Q1 Elections

Carol,

I understand your feelings and feedback. There are many other concerned and capable people copied here who are willing to help, it doesn't have to be me.

I was hoping that we could all come to the realization that professional disagreements among committed, dedicated people during the first year 2 years of starting up something this big and new would happen and we could move on in the new year.

We still have the biggest and best HCTC qualified, low out of pocket VEBA program in the US. We are still respected for our professionalism and our moxy. As a family Gold participant and trust beneficiary I have always and will always do my best to look out for participants and beneficiaries.

We have exposed areas where we need to evolve. We seek to preserve/protect the gains and build on the new court approved amended Trust Agreement which calls for three new members to the committee.

A safe, blessed and successful VEBA New Year to you, your family and all our DSRA members

Jim Frost

**From:** carol light [mailto:carollight1@hotmail.com]  
**Sent:** Wednesday, December 29, 2010 8:30 PM  
**To:** 'Jim Frost'  
**Cc:** 'Beaty, Patricia'; Den Black; Jim Baker; Joe McHugh; mab346@comcast.net; Vince Wilson  
**Subject:** RE: 1114 committee/DSRA BT Amended Agreement - 2011 Q1 Elections

Jim,

We will manage our election process without any "help" from you.

Further, based on your past actions with regard to the VEBA, you have lost our trust and respect, so working with you in the future on any of our projects is out of the question.

Carol

Carol Harvey-Light

e-mail: carol.light1@gmail.com

cell: +1 810 877 2133

phone: 810 629 1835

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**From:** Jim Frost [mailto:james.r.frost@roadrunner.com]

**Sent:** Wednesday, December 29, 2010 7:26 PM

**To:** 'carol light'; Joe\_McHugh@MSN.Com; 'Jim Baker'; mab346@comcast.net; 'Wilson, Vince'; Jimhthomas1@aol.com

**Cc:** 'Jim Conger'; wbgifford@aol.com; 'Den Black'; jhagenbach@roadrunner.com; 'Todd Nicholson'; catcar55@aol.com; Dadbruce1@aol.com; pjdobosz@verizon.net; norris.john.c@gmail.com; mjhissam@sbcglobal.net; ron.beeber@gmail.com; 'Gosik, Chet & Judy'; jdc3119@aol.com; 'bill\_stevens'; tomjacirose@sbcglobal.net; Wbgifford@aol.com; 'Richard Strusienski'; pbeiter@rochester.rr.com; 'Garber, Ken'; Jamacbain@aol.com; 'Larry Croisdale'; 'Bob Falgiano'; danielgliwinski@aol.com

**Subject:** 1114 committee/DSRA BT Amended Agreement - 2011 Q1 Elections

Carol and the VEBA Board,

Hope you all had a wonderful Christmas! A wonderful time for family, friends and renewed hope.

This is a follow-up to the court documented amended Trust Agreement, specifically the section on an open and fair election in Q1 2011. The relevant sections are in the attached outline as are the docket links, the procedure guidelines below. This attachment could be used to start educating participants and beneficiaries through our POC's.

Can we offer some help? We know this is a busy time for the VEBA board. We should vow to work together in the new year, it can start with the election. It would appear the agreed to procedure is behind schedule. How can we help? Including Jim Thomas, the DSRA election leader in this follow-up as an FYI.

Timing based on the agreement, procedure below, would seem to be:

**Dec 1, 2010 – Draft election procedures to 1114 committee for review, input**

**>>>> 6 weeks to adjust and adopt, prepare communication**

**Jan 15, 2011 – Communication of nomination deadline and election process, adopted election procedures to participants and beneficiaries**

**Feb 1, 2011 Nominations start**

**>>>> 1 month, nominees submit to VEBA**

**March 1, 2011 Election start date, nomination deadline**

**>>>>ballots submitted to third party, end date March 21?**

The 1114 committee is anxious to see the procedures, let us know how we can help. Participants and beneficiaries should also see the amended Trust Agreement. The DSRA offered to post that back in November

Let's start a cooperative New Year. Let us know what we can do to help.

Jim Frost

1114 Committee Chairman

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## **EXHIBIT C**

**EXHIBIT C**

**Violations of Agreements  
(DSRA BT Notification to Voters)**

**E-BLAST TO ELIGIBLE VOTERS WITH KNOWN E-MAIL ADDRESSES**

From: noreply@dsrabenefittrust.net  
To: WBGIFFORD@AOL.COM  
Sent: 1/14/2011 10:44:11 A.M. Eastern Standard Time  
Subj: Message From Your DSRA Benefit Trust



January 13, 2011

**Election Announcement:**

The DSRA Benefit Trust Election Committee is officially announcing the first annual election of Trustee's to the DSRA Benefit Trust Board of Directors. There are 3 BoD positions open that will be filled by election of eligible candidates. The BoD candidates are to be seated on April 1, 2011 for a 2-year or 3-year term limit.

This announcement is a "*Call for Candidates*" and is your opportunity to contribute to the quality and security of the benefits offered by DSRA Benefit Trust. People with Finance, Purchasing and Employee Benefits experience will have the opportunity to utilize their skills directly, for the benefit of Delphi Retirees.

To be considered for one of these important positions, you must submit the required documentation that can be found in the "2011 Election Materials" folder on the [www.DSRABenefitTrust.net](http://www.DSRABenefitTrust.net) website to Vince Wilson at [Vincewils@Directv.net](mailto:Vincewils@Directv.net) no later than Feb. 7, 2011.

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- 2) Candidate Qualifications Requirements
- 3) Conflict of Interest Policy with Supplier List
- 4) Candidate Registration Form – must be submitted
- 5) Candidate Resume Form – must be submitted



Please consider contributing your time and expertise to the success of DSRA Benefit Trust and the welfare of all Delphi Retirees. There will be future communications provided concerning the detailed election timing, voter eligibility and instruction.

Thank you for your consideration

DSRA BT Election Committee

Jim Thomas

Robert von Schwedler

Vince Wilson

If you have questions or need further information, please visit the DSRA Benefit Trust web site at [www.DSRABenefitTrust.org](http://www.DSRABenefitTrust.org), you may email any of the DSRA Benefit Trust Committee, or other DSRA contacts from the web site.

**Sent by Bob von Schwedler for the DSRA Benefit Trust Election Committee**

Please do not reply to this email. This mailbox is not monitored and you will not receive a response. DSRA Benefit Trust leadership and contacts can be emailed at [www.DSRABenefitTrust.org](http://www.DSRABenefitTrust.org).

By clicking the unsubscribe link, you will no longer receive any messages from DSRA.

If you Unsubscribe by mistake, you may re-subscribe at [www.DSRABenefitTrust.org](http://www.DSRABenefitTrust.org), by sending a request to the webmaster.

[Click here](#) to unsubscribe from future mailings.

## **DSRA BT WEB**



### **2011 DSRA Benefit Trust Board of Director Candidacy Qualification Requirements**

**Qualifications:**

- ☐ Not ineligible by Title 29, § 1111 of ERISA, prior conviction of a felony
- ☐ Not an employee, agent or consultant of Delphi Corporation
- ☐ Was not a DSRA Benefit Trust BoD member prior to 11/16/10
- ☐ Proven fiscal responsibility and integrity
- ☐ Desire to support the needs of DSRA Benefit Trust participants
- ☐ Ability to work with fellow Board Members and on individual assignments as required
- ☐ Excellent interpersonal, communication and listening skills

- ☐ Time available to serve as a Board member and to perform duties and assignments outside of Board meetings (Approx. 20 hrs. /wk)
- ☐ Willingness and ability to learn, observe and adhere to the non-profit tax laws and ERISA regulatory requirements
- ☐ Basic computer skills and Internet access.
- ☐ Ability to work with others and build collaborative relationships supporting DSRA Benefit Trust goals and objectives
- ☐ Read, understand, and comply with the DSRA Benefit Trust Conflict of Interest Policy

**Specific Skills and Expertise Beneficial for Certain DSRA Benefit Trust Board and Officer Positions:**

- ☐ CPA or other accounting/financial skills and expertise
- ☐ Communications skills and experience
- ☐ Purchasing and sourcing experience
- ☐ Employee benefits experience
- ☐ Ability to maintain accurate and objective records

**Jan. 6, 2011**

**E-MAIL SHOWING AN ADDITIONAL 7 DAY DELAY**

---

From: carol.light1@gmail.com  
To: Wbgifford@aol.com, rbvons@comcast.net  
CC: norris.john.c@gmail.com, allen081644@aol.com, pbeiter@rochester.rr.com, bodkindg@aol.com, cathylukasko@aol.com, lcroisdale1@magicbilliards.com, mbcharles55@aol.com, dblcorks@aol.com, erdman35473@yahoo.com, fparndt@aol.com, flkeysmanf@msn.com, gputt@wi.rr.com, tomgreenpsu@aol.com, djharv69@yahoo.com, higgins297@roadrunner.com, mjhissam@sbcglobal.net, hofius@aol.com, kbhollis@aol.com, Hudzikwar@aol.com, jimandnette@aol.com, jj1955@aol.com, kjmow@comcast.net, mahusar@aol.com, mouse8040@hotmail.com, gary.l.robertson@gmail.com, tomjacirose@sbcglobal.net, jimhthomas1@aol.com, trsmjs08@aol.com, RBvonS@comcast.com, wldykes@gmail.com, Woodstc1@aol.com, ron.beeber@gmail.com, carollight1@hotmail.com  
Sent: 1/14/2011 5:04:51 P.M. Eastern Standard Time  
Subj: Re: DSRA BT VEBA Board of Directors

The snail mail is being printed now, so should get go out in ~ 7 business days.  
Carol

Sent via BlackBerry by AT&T

---

From: Wbgifford@aol.com  
Date: Fri, 14 Jan 2011 16:41:59 EST  
To: <RBvonS@comcast.net>  
Cc: <norris.john.c@gmail.com>; <allen081644@aol.com>; <pbeiter@rochester.rr.com>; <bodkindg@aol.com>; <cathylukasko@aol.com>; <LCroisdale1@magicbilliards.com>; <Mbcharles55@aol.com>; <dblcorks@aol.com>; <erdman35473@yahoo.com>; <fparndt@aol.com>; <flkeysmanf@msn.com>; <gputt@wi.rr.com>; <tomgreenpsu@aol.com>; <djharv69@yahoo.com>; <higgins297@roadrunner.com>; <mjhissam@sbcglobal.net>; <Hofius@aol.com>; <Kbhollis@aol.com>; <Hudzikwar@aol.com>; <jimandnette@aol.com>; <jj1955@aol.com>; <kjmow@comcast.net>; <mahusar@aol.com>; <mouse8040@hotmail.com>;

<gary.l.robertson@gmail.com>; <tomjacirose@sbcglobal.net>; <Jimhthomas1@aol.com>;  
<trsmjs08@aol.com>; <RBvonS@comcast.com>; <wldykes@gmail.com>;  
<Woodstc1@aol.com>; <ron.beeber@gmail.com>; <catcar55@aol.com>;  
<salaryhelp@hotmail.com>; <james.r.frost@roadrunner.com>; <jhagenbach@roadrunner.com>;  
<rnicholson@indy.rr.com>; <jdc3119@aol.com>; <pjdobosz@frontier.com>; <jgosik@mac.com>;  
<Dadbruce1@aol.com>; <SKEETER@NDWAVE.com>; <joe\_mchugh@msn.com>;  
<denblack@cox.net>; <carol.light1@gmail.com>; <jab346@comcast.net>;  
<mab346@comcast.net>

**Subject:** Re: DSRA BT VEBA Board of Directors

Bob

Thanks. Jim Thomas already told me what happened. Glad you sent to everyone.

What is the time table for the paper letters going out to everyone?

Thanks for the information

Ben

In a message dated 1/14/2011 2:45:13 P.M. Eastern Standard Time, RBvonS@comcast.net writes:

I copied everyone so that everyone receives the same answer.

I checked the e-blast system and it confirms that the e-blasted message was sent to your email Wbgifford@aol.com. So we do have the correct email address for you in the system. It also says that the message was NOT bounced. Therefore, it is still in your email system. I suggest that you check the junk/spam folders of your AOL account online through a web browser. In other words, the junk/spam filter occurred prior to the message being downloaded to your computer, if of course, that is the way you handle email.

The reason not all retirees may have received the e-blast is because not all retirees have email addresses. And some of the addresses in our system and the DSRA system are not correct. I did a match of names (and addresses) from the population of data provided, to the names/address of the DSRA membership. Many names did not match because for example "Larry" does not match "Lawrence".

The message that was e-blasted is an advance copy of a paper letter going to everyone. It was e-blasted to get started on getting the membership to login and correct/update their information in this new database. It does not matter that many did not receive the message since EVERYONE will get a paper version.

Regards,

Bob von Schwedler

**From:** John Norris [mailto:norris.john.c@gmail.com]  
**Sent:** Friday, January 14, 2011 11:03 AM  
**To:** Wbgifford@aol.com; Bob von Schwedler  
**Subject:** RE: DSRA BT VEBA Board of Directors

Bob – Can you help Ben from the web site side of this?

- John N.

**Confidentiality Notice:** This e-mail message is for the sole use of the recipient(s) and may contain confidential and privileged information. Any unauthorized review, use, disclosure or distribution is prohibited. If you are not the intended recipient(s), please contact the sender by reply e-mail and destroy all copies of the original message.

**From:** Wbgifford@aol.com [mailto:Wbgifford@aol.com]

**Sent:** Friday, January 14, 2011 10:47 AM

**To:** SKEETER@NDWAVE.com; joe\_mchugh@msn.com; denblack@cox.net; carol.light1@gmail.com; jab346@comcast.net; mab346@comcast.net  
**Cc:** allen081644@aol.com; pbeiter@rochester.rr.com; bodkindg@aol.com; cathylukasko@aol.com; LCroisdale1@magicbilliards.com; Mbcharles55@aol.com; dbkcorks@aol.com; erdman35473@yahoo.com; fparndt@aol.com; flkeysmanf@msn.com; gputt@wi.rr.com; tomgreenpsu@aol.com; djharv69@yahoo.com; higgins297@roadrunner.com; mjhissam@sbcglobal.net; Hofius@aol.com; Kbhollis@aol.com; Hudzikwar@aol.com; jimandnette@aol.com; jj1955@aol.com; kjmow@comcast.net; mahusar@aol.com; mouse8040@hotmail.com; gary.l.robertson@gmail.com; tomjacirose@sbcglobal.net; Jimhthomas1@aol.com; trsmjs08@aol.com; RBvonS@comcast.com; wldykes@gmail.com; Woodstc1@aol.com; ron.beeber@gmail.com; catcar55@aol.com; salaryhelp@hotmail.com; james.r.frost@roadrunner.com; wbgifford@aol.com; jhagenbach@roadrunner.com; rnicholson@indy.rr.com; jdc3119@aol.com; pjdobosz@frontier.com; jgosik@mac.com; Dadbruce1@aol.com; norris.john.c@gmail.com

**Subject:** DSRA BT VEBA Board of Directors

Jim Baker

Carol Light

I was informed yesterday that an e-mail blast was sent to the DSRA BT plan participants. I am questioning why I did not receive a copy of the e-blast.

Checking with Marsh, they had my correct e-mail address for both of my medical insurance certificates. I am also being told that other members of the 1114 did not receive the e-blast. Which brings up the question as to how many other retirees were not notified of the changes and information contained in the e-blast concerning our DSRA BT VEBA?

Please respond as to why not all of the retirees in the plan or DSRA members did not receive the e-blast.

Both of you have my e-mail address, it is listed on the Yahoo site also, I am listed on the DSRA, and Marsh had it...I don't understand why there was a problem.

Respectfully

Ben

**DSRA BT WEB PAGE SHOWING LACK OF COMPUTER**

## 1-13-11: Important Message From Your DSRA Benefit Trust



Written by DSRA Benefit Trust

Thursday, 13 January 2011 23:44



IMPORTANT INFORMATION: KEEP THIS NOTICE FOR YOUR RECORDS

January 11, 2011

Dear DSRA Benefit Trust Plan Participants,

The DSRA Benefit Trust Board of Directors (DSRA-BT BOD) would like to wish you and your family a wonderful New Year and advise you of a number of new developments that will come into effect in 2011. These include:

1) The DSRA BT's application for reimbursement of certain incurred health care costs under the Federal Health and Human Services Early Retiree Reimbursement Program was approved in December, 2010. Please review Attachment 1 (Notice About Early Retiree Reimbursement Program), which provides additional information on this program. Our first reimbursement of \$1.6M was received a few days ago and the DSRA-BT BOD is in the process of developing the best options for utilization of the funding. More information will be provided to you in the near future, after we have completed our financial analyses and had discussion with HCTC and our insurance providers.

2) **The DSRA-BT has established its own website (DSRABenefitTrust.net) that will be used for all future communications to our plan participants and/or eligible retirees.** If you have provided your e-mail address to Marsh, we have loaded that information into our database and you should be getting our e-blasts soon. If you need to update your e-mail or other personal information, please follow the directions contained in Attachment 2 (Instructions for Obtaining a User Id...). **IT IS OF THE UTMOST IMPORTANCE THAT WE HAVE A CURRENT E-MAIL ADDRESS FOR YOU IN ORDER TO KEEP YOU APPRISED OF IMPORTANT DEVELOPMENTS RELATED TO YOUR MEDICAL INSURANCE, VEBA SUBSIDIES, HCTC CHANGES AND ELECTION PROCEDURES.**

- 3) The DSRA-BT has established an election committee and process for holding our first elections in March, 2011. We have 3 trustee positions to fill and are hoping that many of you will be willing to provide your time and talents to our organization. More information on the elections process will be e-blasted out to you soon, so again, please make sure we have your correct e-mail address. Because the election process will be done electronically, in order to participate in the process, you MUST login to the registration system and update your pre-established user ID and password. Attachment 2 contains the instructions for doing this.
- 4) The DSRA-BT is re-evaluating all of our current subsidy awards to determine if we can increase all or some of them and still maintain the long term viability of the trust funds. We will provide more information on this matter as soon as we complete our financial analysis.
- 5) We are planning to have an open enrollment for our life insurance programs in April and are in discussions with other insurance providers to determine if they can provide better products and/or pricing.
- 6) Our ERISA audit is due to be completed at the end of January. We will post the audit summary and our IRS Form 5500 (Annual Return/Report of Employee Benefit Plan) on our website.
- 7) Listed below are the current DSRA-BT Board members and their contact information. Please feel free to contact any of them with questions or comments you may have regarding any topic related to our insurance programs, suppliers,

James Baker	Co-Chairperson Hardship & VEBA	jab346@comcast.net
Marianne Baker	Hardship Committee	mab346@comcast.net
Carol Harvey-Light	Co-Chairperson	carolight1@hotmail.com
Joe McHugh	Treasurer	joe_mchugh@msn.com
Vincent Wilson	Secretary	vincewils@directv.net

HCTC, etc.

In closing, please rest assured that the DSRA-BT funds are secure and being managed in accordance with ERISA requirements and to the best of our abilities

solely for your benefit. The DSRA-BT has been blessed with thousands of hours of work from current and past Board members, as well as the support from the DSRA leadership. We have been able to accomplish much in 2009 -10. We look forward in 2011 to continuing to serve you and your families.

Sincerely,

DSRA Benefit Trust Board of Directors

**Attachment 1**

**NOTICE ABOUT THE EARLY RETIREE  
REINSURANCE PROGRAM**

You are a plan participant, or are being offered the opportunity to enroll as a plan participant, in an employment-based health plan that is certified for participation in the Early Retiree Reinsurance Program. The Early Retiree Reinsurance Program is a Federal program that was established under the Affordable Care Act. Under the Early Retiree Reinsurance Program, the Federal government reimburses a plan sponsor of an employment-based health plan for some of the costs of health care benefits paid on behalf of, or by, early retirees and certain family members of early retirees participating in the employment-based plan. By law, the program expires on January 1, 2014.

Under the Early Retiree Reinsurance Program, your plan sponsor may choose to use any reimbursements it receives from this program to reduce or offset increases in plan participants' premium contributions, co-payments, deductibles, co-insurance, or other out-of-pocket costs. If the plan sponsor chooses to use the Early Retiree Reinsurance Program reimbursements in this way, you, as a plan participant, may experience changes that may be advantageous to you, in your health plan coverage terms and conditions, for so long as the reimbursements under this program are available and this plan sponsor chooses to use the reimbursements for this purpose. A plan sponsor may also use the Early Retiree Reinsurance Program reimbursements to reduce or offset increases in its own costs for maintaining your health benefits coverage, which may increase the likelihood that it will continue to offer health benefits coverage to its retirees and employees and their families.

If you have received this notice by email, you are responsible for providing a copy of this notice to your family members who are participants in this plan

**Attachment 2**

**INSTRUCTIONS FOR OBTAINING A USER ID AND PASSWORD ON THE  
DSRA-BT WEBSITE (DSRABenefitTrust.net)**

In order for you to receive future electronic communications and participate in the

voting process, you must login and update your email information.

The database has been populated from two sources – a Delphi census provided to the DSRA-BT in December, 2009 and a report from Marsh listing current plan enrollees. Every effort has been made to ensure the accuracy of the data, but we suggest you login and verify your information. To facilitate the process of allowing only eligible members to login, a user id and password has been created for you. After you login, it is suggested that you change the id and password to something that you can easily remember. To update your information, click on the “Update Registration Information” link in the upper left corner of the home page.

For former Delphi Salaried employees, the pre-established user id and password pattern (all lower case characters) is: llffddmmyy

Where:

ll = The first two characters of your last name. If your name contains a space or special character, these are omitted from the id and password.

ff = The first two characters of your first name.

dd = The day of the month you were born. Use a zero for single digit days. (i.e., for day 7, use “07”.)

mm = The number of the month you were born. Use a zero for single digit months. (i.e., for March, use “03”.)

yy = The last two digits of the year you were born. (i.e., for 1943, use “43”.)

For former Delphi hourly employees, the user id and password pattern (all lower case characters) is: llffff

Where:

lll = The first three characters of your last name. If your name contains a space or special character, these are omitted from the id and password.

ffff = The first four characters of your first name.

If the above patterns do not allow you to login, you must send an email to the webmaster to obtain an ID and password. You can do that by going to the website, click on “Other Contacts” at the top of the home page, and then click on the webmaster's name.

For those of you that do not have an email address, you can obtain an e-mail address through your ISP (Internet Service Provider), or through the many on line services like Hotmail, Yahoo, or Google. Of course, to access those web



sites, you must have access to a computer. One source for computer access may be your local library. Many libraries have computers with access to the internet and you can ask the librarian for help.

After you are on the computer, you launch the browser (Internet Explorer, Safari, Mozilla Firefox, and Google Chrome are some examples of browsers) and navigate to the web site of your choice where you wish to obtain a free email account. Here are some free email service websites:

<http://www.hotmail.com> – Windows Live from Microsoft

<http://www.yahoo.com> – Yahoo email and other web services. Click on the link “Sign Up” toward the top of the page.

<http://www.google.com> – Google email. Click on the link “Gmail” at the top of the page.

**The DSRA-BT website and e-blasts to your e-mail will be the primary means of future communications between the DSRA-BT and you.**

Last Updated on Friday 14 January 2011 08:23

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## **EXHIBIT D**

## EXHIBIT D

### Violations of Agreements (Posting of Bylaws and Notifications of Changes in Bylaws)

#### **DSRA BT WEB SHOWING NO BYLAWS**

#### **DSRA Benefit Trust**

A VEBA (Voluntary Employee Benefit Association) for Delphi salaried and hourly retirees that provides medical and life insurance programs for eligible members

**About DSRA Benefit Trust**  
**Benefit Trust Committee**  
**Other Contacts**  
**2011 BoD Candidates**

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- Update Registration Information
- Instructions For First Time Users
- FAQ
- The News
- Web Links
- News Feeds

#### **DSRA Benefit Trust - Administration Documents**



#### **Documents for the administration of the DSRA Benefit Trust.**

**Click here for a list of documents for the administration of the DSRA Benefit Trust.**

Search...

Click here to search

Title Filter

Display #

10

# Article Title

Author

1 DSRA Benefit Trust Administration Documents


Bob von

Schwedler

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**IF YOU CLICK ON THE LINK MARKED "Click here for a list of documents for the administration of the DSRA Benefit Trust." THIS IS WHAT YOU WILL GET. NO BYLAWS**

## **DSRA Benefit Trust**

A VEBA (Voluntary Employee Benefit Association) for Delphi salaried and hourly retirees that provides medical and life insurance programs for eligible members

**About DSRA Benefit Trust**  
**Benefit Trust Committee**  
**Other Contacts**  
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- **FAQ**
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- **Web Links**
- **News Feeds**

## **DSRA Benefit Trust Administration Documents**



**Summary Plan Documents for all benefits plans offered by DSRA Benefit Trust.**

Current folder: DSRA\_BT\_AdminDocuments

Filter file list:

File name ▼	Size	Last changed
 First Amended and Restated Trust Agreement Effective November 17 2010.pdf	198 KB	01/06/2011 10:14:06

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## **DSRA BT FREQUENTLY ASKED QUESTIONS – BYLAWS CHANGED**



### **2011 DSRA Benefit Trust Election FAQ's**

**Q1.** I see and hear two different terms being used, VEBA and DSRA Benefit Trust. Are they the same and if not what is the difference?

**A1.** *DSRA Benefit Trust is "Who we are" (The legal name of the entity)  
VEBA is "What we are" (Voluntary Employee Benefits Association)  
The Title's have been used interchangeably*

**Q2.** Why is the VEBA Board electing Members now rather than appointing Members as has been done in the past?

**A2.** *To alleviate any concerns as to the process in which past BoD members were appointed, it was deemed necessary to elect BoD members.*

**Q3.** Do I have to be a participant in a VEBA insurance plan to be either a VEBA Board Member or to vote for VEBA Board Members?

**A3.** *To be a candidate for a VEBA BoD member position, you only need to meet the posted "Qualifications". To be eligible to vote for candidates, you need to be a participant in any DSRA Benefit Trust insurance plan and/or be a Delphi Salaried Retiree prior to 4-02-09.*

**Q4.** Do I have to be a DSRA Member to be either a VEBA Board Member or to vote for VEBA Board Members?

**A4.** *There are no requirements to have any affiliation with DSRA to be a VEBA BoD member or to vote.*

**Q5.** If I have been a past DSRA Board Member or am currently a member of a DSRA Committee, may I run for the VEBA Board?

**A5.** *Yes. However, DSRA has recently changed their bylaws to state that current DSRA BoD members may not hold a seat on the DSRA Benefit Trust board. You would also need to suspend any lobbying activity you might be active in.*

**Q6.** How frequently will there be elections for VEBA Board positions and will current Board Members be allowed to run for re-election?

**A6.** *Elections will be held annually for either 2 or 3 BoD seats. Current VEBA board members may be a candidate after 1 complete election cycle or 2014 CY elections.*

**Q7.** Will I need to have an active, up-to-date e-mail address to be able to vote for VEBA Board members?

**A7.** *Yes, all voting will be electronic. You are also required to check/update your registration information at [www.DSRABenefitTrust.net](http://www.DSRABenefitTrust.net) per the e-blasted and mailed instructions.*

**Q8.** If I possess certain skills identified in the Qualification Criteria as desirable for specific Board Offices, can I run just for that particular Board Office?

**A8.** *No. BoD positions will be filled after the election based on the candidates qualifications and desires as compared to the needs of the BoD.*

**Q9.** Can I request in advance to run for either the two year or three year term of office or how will this be decided if not determined until the elections are completed?

**A9.** *Please indicate the desired term limits in the top paragraph of the "Candidate Registration" form. If there is a conflict between the desired term and needed term, a willing volunteer will be asked to change.*

**Q10.** If elected, will I be compensated for my time spent serving as a VEBA Board Member?

**A10.** *Unless a change in the bylaws occurs in the future, BoD members serve on a volunteer basis.*

**Q11.** If elected, will I be expected to travel on VEBA related business, and if so, will I be compensated for my expenses? What about other expenses such as telephone, postage, etc?

**A11.** *Requirements to travel are rare and BoD members are reimbursed for travel expenses. You will need unlimited phone service but other expenses for equipment needed to fulfill your responsibilities are normally reimbursed based on prior approval.*

**Q12.** If elected, can I ever be held financially responsible for any debts incurred by the DSRA Benefit Trust or if ever sued as an individual or as a part of the VEBA Board will attorney fees be paid by the Trust on my behalf?

**A12.** *The Trust purchases Liability Insurance for the BoD members. If optional "Recourse" insurance is desired, the member must purchase it. (\$25 in 2010)*

**Q13.** If I would like to volunteer some of my time and skills to the DSRA Benefit Trust or VEBA Board but do not have enough time available to be a VEBA Board Member, is there a way I can do this?

**A13.** *Yes. Volunteers may be appointed to serve at the committee level. Please contact one of the VEBA Co-Chairs to determine how you may help.*

**Q14.** What if I would like to be a candidate for the VEBA BoD but I'm not sure I meet all of the qualifications.

**A14.** *There are only 4 required qualifications that can potentially disqualify your candidacy. They are as follows:*

- **Not ineligible by Title 29, § 1111 of ERISA, prior conviction of a felony**
- **Not an employee, agent or consultant of Delphi Corporation**
- **Was not a DSRA Benefit Trust BoD member prior to 11/16/10**
- **Read, understand, and comply with the DSRA Benefit Trust Conflict of Interest Policy**

*The remainder of the qualifications are subjective in nature and rely on your own self-assessment.*

**Q15.** Would you please explain the difference between DSRA Benefit Trust and DSRA.

**A15.** *Both organizations are separately formed legal entities providing different services to Delphi Retirees and their families.*

*DSRA was formed first and is a 501(c)(5) Labor organization as defined in the IRS Tax Code. DSRA is needed to unite Delphi Salaried Retirees to be a strong, singular voice in our efforts to protect pensions, benefits and future interests.*

*DSRA Benefit Trust is a 501(c)(9) VEBA as defined in the IRS Tax Code. DSRA Benefit Trust was formed to manage the Trust Funds and Insurance Benefits awarded to Delphi Salaried Retirees in Bankruptcy Court negotiations.*

**Q16.** Who will be counting the votes in the DSRA Benefit Trust elections?

**A16.** *The voting process will be utilizing the same electronic / web based program that was used in the recent DSRA elections. The Webmaster, Mr. Bob Von Schwedler, is the only person with access to the results.*

*Important: Go To [www.DSRABenefitTrust.net](http://www.DSRABenefitTrust.net) and update your registration per the previously supplied instructions.*

## **EXHIBIT E**



**EXHIBIT E**

**Violations of Agreements  
(Termination of Contract Established by the 1114 Committee)**

**1114 COMMITTEE CONTRACT WITH CIG (CONE)**

March 9, 2009

Re: Broker of Record for Delphi Salaried Retirees

To Whom It May Concern:

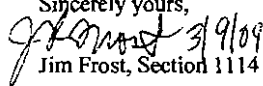
The purpose of this letter is to inform you that the 1114 Committee has agreed to engage Cone Insurance Group, LLC and its principals, Cathy Cone and Amy Cone (collectively "CIG"), to secure retiree medical (medical, dental, vision) and prescription drug benefit insurance and price quotes from insurers, carriers, plan providers and plan administrators (HR Representative) for Delphi Salaried Retirees who are over/under the age of 65. After collecting the necessary information and preliminary plan design from Delphi or its consultants, CIG will circulate a request for proposals ("RFP") to carriers capable of offering a nationwide group health plan for the Delphi retirees as represented by the Delphi Salaried Retirees Association (DSRA).

**Specific plan needs:**

- **Under 65** - Obtain group medical coverage for retirees who are under age 65 and not yet eligible for Medicare, with the intention that the coverage will be eligible for the Health Coverage Tax Credit (HCTC) for those plan participants that qualify and may be elected in connection with a waiver of COBRA continuation coverage for the affected retirees. This plan would be available to all 50 states, if possible. The preference would be a major medical (comprehensive including Rx) program.
- **Over 65** - Develop a plan with similar benefits as the current programs offered to Delphi retirees for their "Over65" coverage and based on the needs and desires of those represented by the 1114 Committee. The intent will be to propose a medical benefit insurance plan to operate in conjunction with Medicare, based on a high and low option retiree benefit structure and available in all 50 states, if possible. The preference would be for two U65 plans. One high deductible with HSA and one lower deductible plan similar to the Enhanced Plan currently offered by Delphi
- **Engage CIG** in soliciting group Life Insurance benefit options for the retirees the 1114 Committee represents.

Policies issued as a result of products presented by CIG in response to the RFP and selected by the 1114 Committee will name **CIG as the Broker of Record** for these programs for a minimum of 3 years, provided the services received by the Delphi retirees meet the requirements of their retirees. CIG will make every attempt to get commitments from carriers to lock in rates for this same 3 year period. Either party can request to terminate this agreement and terminate based on agreement of both parties.

Please do not hesitate to call me if you have any questions about this authorization letter.

Sincerely yours,  
 3/9/09  
Jim Frost, Section 1114 Committee Chairman

## **1114 COMMITTEE STATEMENT OF WORK WITH CIG (CONE**

4/9/09

### **Addendum – Background and Statement of Work**

#### **CIG Value Proposition and Responsibilities**

The role of Cone Insurance Group (CIG) as the Broker of Record for the Delphi Retirees in the Delphi bankruptcy is outlined below.

CIG was selected as the broker of record for Delphi retirees by the court appointed Delphi 1114 Committee in the Delphi Bankruptcy due to their knowledge of the HCTC, experience running an insurance program set up through a VEBA and experience providing the ongoing HR function. They have offered to work without compensation before and during program roll out and have offered a reduced rate for those under 55.

There is a tremendous amount of work that will need to be done following the roll out of the insurance programs the Delphi VEBA Trust will put in place assuming the pension plan is turned over to the PBGC, in order to maintain and grow the membership in these plans, which is critical to the longevity of these plans, marketing of these plans is mandatory. You cannot expect retirees to come to the plan, the plan must go to them and explain the benefits of joining this particular plan as opposed to the many they have to choose from. We have outlined below some of the many tasks we will be performing following the roll out on a regular basis. This is primarily the "HR" functions necessary to keep the plan going that are normally done by the company and are usually taken for granted but very necessary to keep a plan growing.

CIG has been involved since the end of February, 2009, working with Delphi Retirees 1114 Committee to establish an insurance program.

Here are the steps we have taken so far and some of the steps we will be taking in the future.

To develop a Request for Proposal for insurance quotes that will meet the needs of Delphi Retirees eligible to receive healthcare benefits through their service to Delphi following the termination of subsidized healthcare for retirees under the age of 65, effective April 01, 2009 by court order in the Delphi Bankruptcy.

To develop an Over65 Healthcare program for Delphi retirees following the termination of Over 65 Healthcare coverage January 01, 2007

To look for and establish a Life Insurance Program for ALL Delphi Retirees following the court ordered termination of subsidized Life Insurance Coverage for Delphi Retirees due to the Delphi Bankruptcy.

To Educate the 1114 Committee and the Delphi Healthcare Team on the following issues

Health Coverage Tax Credit

The importance of establishing the VEBA Trust

Education on COBRA Continuation Coverage

**Education on the protections provided by the PBGC**

4/9/09

**CIG will design the enrollment materials tailored to meet the needs of the Delphi retirees**

**CIG is responsible for organizing and holding "Town Hall" style meeting around the Delphi system in order to roll out the insurance program selected by the 1114 Committee/VEBA Board in the locations agreed upon between CIG and 1114/VEBA Boards**

**CIG will provide a website that contains HealthCare information along with plan design comparisons and contact information 24/7**

**CIG will provide a staff to assist retirees with questions that cannot or were not answered by the Plan Administrator with a phone number that will be answered between 8 am and 6pm CDT Monday - Friday**

**CIG will contact every eligible Delphi retiree that is not currently enrolled in the Medical Plan to explain the advantages of the program and how the HCTC works on a monthly as people become eligible for the HCTC program**

**CIG will contact every Delphi Retiree we have contact information available for that is over age 65 to explain the newly formed Over 65 Delphi retiree program and the benefits of joining the plan**

**CIG will hold meetings around the Delphi system as deemed necessary( at least 1 quarterly) to meet with and answer questions regarding Healthcare programs provided by the DSRA Benefit Trust**

**CIG be responsible for payment and for and holding annual meetings in the primary cities identified by the VEBA Board each fall during the enrollment period in order to provide a forum for retirees to ask questions and hear their benefits options explained by the vendors providing the benefits**

**CIG will notify retirees when the time is approaching to move into another insurance program (HCTC program to the OVER 65 program or regular program to HCTC)**

**CIG will hold weekly conference calls with the Vendors to discuss the issues from the previous week and the status of each plan**

**CIG will provide a monthly report to the VEBA Board outlining the status of each plan and how it is being managed outlining any issues that need attention**

**CIG will be available to attend quarterly board meetings to answer and questions of brief the Board on the status of the plans**

**CIG will oversee the vendors and make sure that they are performing to the standards necessary to provide excellent service to the Delphi Retirees**

**CIG will develop and send out RFP's each year to make sure we have the best insurance programs available for Delphi retirees**

4/9/09

In the spirit of service and continuous improvement many more functions we will be doing once we get this program rolled out, but this is a good start on the many roles we will be playing as we support the Delphi retirees in the years ahead.

**CIG (CONE) STATEMENT OF WORK 10/3/10**

Cone Insurance, DSRA VEBA broker of record responsibilities

- ❖ To solicit bids and establish a Life Insurance Program for ALL Delphi Retirees following the court ordered termination of subsidized Life Insurance Coverage for Delphi Retirees due to the Delphi Bankruptcy, if possible.
- ❖ To educate the Delphi Salaried retirees on the following issues:
  - Health Coverage Tax Credit
  - Importance of establishing the VEBA Trust
  - COBRA Continuation Coverage
  - Protections provided by the PBGC
- ❖ CIG will design the enrollment materials tailored to meet the needs of the Delphi retirees
- ❖ CIG is responsible for organizing and holding "Town Hall" style meeting around the Delphi system in order to roll out the insurance program selected by the 1114 Committee/VEBA Board in the locations agreed upon between both CIG and 1114/VEBA Boards. If CIG or the 1114/VEBA Trust can not get the insurance carriers to cover the cost of the roll out program, or as a result of the VEBA not being able to meet the requirements of the plan, then the 1114/VEBA Trust will cover those cost. Otherwise, the cost to the 1114/VEBA will be for their share of the expenses.
- ❖ CIG will provide a website that contains HealthCare information along with plan design comparisons and contact information 24/7.
- ❖ CIG will provide a staff to assist retirees with questions that cannot or were not answered by the Plan Administrator with a phone number that will be answered between 8 am and 6pm CDT Monday – Friday.
- ❖ CIG will contact eligible Delphi retirees that are not currently enrolled in the Medical Plan to explain the advantages of the program and how the HCTC works as people become eligible for the HCTC program.
- ❖ CIG will contact Delphi Retirees for the over 65 age group to explain the newly formed Over 65 Delphi retiree program and the benefits of joining the plan.
- ❖ CIG will hold meetings around the Delphi system as deemed necessary to

meet and answer questions regarding Healthcare programs provided by the DSRA Benefit Trust.

- ❖ After the first year, CIG will be responsible for the organization and payment of the annual meetings in the primary cities identified by the VEBA Board during the enrollment period to provide a forum for retirees to ask questions and hear their benefits options explained by CIG and the vendors providing the benefits.
- ❖ CIG will notify retirees when the time is approaching to move into another insurance program (HCTC program to the OVER 65 program or regular program to HCTC).
- ❖ CIG will hold weekly conference calls with the Vendors to discuss the issues from the previous week and the status of each plan.
- ❖ CIG will provide a monthly report to the VEBA Board outlining the status of each plan and how it is being managed including an outline of any issues that need attention.
- ❖ CIG will be available to attend **(4) as necessary, but not more than** quarterly board meetings to answer questions or brief the Board on the status of the plans. **(5) All parties recognize that a once a year meeting should be the normal. The once a year meeting will be to review the insurance plans and review the performance of all parties.**
- ❖ CIG will oversee the vendors and make sure that they are performing to the standards necessary to provide excellent service to the Delphi Retirees.
- ❖ CIG will develop and send out RFP's as necessary each year to ensure the best insurance programs are available for Delphi retirees.(2)

**Additional work performed by CIG not originally part of the commitment to the DSRA Benefit Trust**

- ❖ CIG has worked closely with the IRS to simplify the IRS forms for Delphi Retirees
- ❖ CIG negotiated changes to the BCBS plan on 2 different times at the request of the Board (deductibles as well as rate change) which required reworking all the rates and enrollment materials due to the changes
- ❖ CIG had to update all documents and website info due to changes in April 2010 to the Board Logo
- ❖ CIG had to hold 8 different weeks of road shows in 2010
- ❖ CIG has traveled to Washington on 2 occasions in 2010 to educate Congressman and Senators on the value of the HCTC to Delphi Retirees
- ❖ CIG has contacted many news sources (WSJ, USA Today, etc.) to educate them on the injustice suffered by the Delphi Retirees with the loss of their pensions and the need to make the HCTC program subsidy levels

- at 80%
- ❖ CIG has established a program working with Marsh to handle the Qualified Members Program under the HCTC
- ❖ CIG has established a Life Insurance program for Delphi Retirees
- ❖ CIG notified the VEBA Board about the ERRP program and subsequently handled all the paperwork involved in enrolling the DSRA Benefit Trust in the program that will provide millions of dollars to the trust. Not the role normally done by the broker.
- ❖ CIG held 2 additional multi-city road shows in 2009 in order to accommodate the Union eligible participants in the VEBA Trust following changes made to the Trust in late 2009.
- ❖ CIG has increased their time with the Board from monthly to weekly calls lasting at least 2 hours in most cases.
- ❖ CIG has hired additional staff in order to contact retirees about their QFM program
- ❖ CIG has not only handled all the enrollment materials for the Trust, they have also been required to provide many additional communications documents over the past year that would normally be the role of Trust Board
- ❖ CIG has invested a substantial amount of money in developing a new and more comprehensive website for Delphi retirees over and above the one they already provide
- ❖ CIG invested a great deal of time and resources in educating other vendors about the Delphi Retiree plan in order for there to be competition with BCBS for 2011 which resulted in a rate increase of 2.2% instead of the original request for 15%
- ❖ CIG worked with the Hardship Committee and Marsh to come up with a process for administering the Hardship Fund which was outside the role of the broker
- ❖ CIG has participated in calls with Board members and plan participants on many daily due to issues regarding insurance programs normally handled by Marsh and the Carriers.
- ❖ CIG has provided extensive information to the Board
- ❖ CIG has engaged outside assistance
- ❖ CIG played a major role in defining the eligibility process. Not the role of the broker
- ❖ CIG played a major role in developing and editing and basically creating the SPD for the Trust
- ❖ CIG has played an integral role in coordinating the new Health Care Reform Rules
- ❖ CIG has had to devote a great deal of time managing the dysfunction of the VEBA Board far above the normal issues on a board.
- ❖ CIG has been forced to spend 10's of thousands of dollars on unnecessary legal fees due to the result of the dysfunction of the board
- ❖ CIG spent in excess of \$10,000 on legal fees to develop an NDA the Board requested and later refused to sign.



**(4) All related books and records maintained by CIG and/or related information and documents shall be open to inspection by any and all individual Board of Directors or their agents of the VEBA Trust and the 1114 Committee, as long as it will be active.**

In the spirit of service and continuous improvement, many more functions will be performed by CIG once the programs have been rolled out, but this addendum outlines the starting place to describe the many roles being performed as the Delphi retirees are supported in the years ahead.

**Exhibit A  
Current Vendor Selections**

**Under 65 Programs:**

**Blue Cross Blue Shield**

Medical, Prescription Drugs, Dental for retirees under the age of 65

**Superior Vision**

Vision

**Over 65 Programs Pending:**

Hartford

**Medical**

**Benistar**

Prescription Drugs

**Vision**

Superior Vision

**Dental**

Blue Cross Blue Shield

**Plan Administrator (TPA)**

Marsh Infinity Group

## EXHIBIT F

### Harassment of Retirees

#### UNPROFESSIONAL RESPONSE TO A RETIREE

**From:** jabdsrabt <jabdsrabt@yahoo.com>  
**To:** Delphi\_SR\_Network@yahoogroups.com  
**Sent:** Mon, February 28, 2011 11:33:44 AM  
**Subject:** [Delphi\_SR\_Network] Re: Sent To Me From A Concerned Beneficiary

WHAT KIND OF HATE COULD SPAWN SUCH SPEW! AND LARRY - WHY DID YOU PUBLISH IT? YOU MUST HAVE AUTHORED IT. YOU PITIFUL MAN!  
Jim Baker DSRA BT Co-Chair

--- In Delphi\_SR\_Network@yahoogroups.com, Larry Croisdale <lcroisdale@...> wrote:

- >
- > DSRA VEBA Beneficiaries,
- > Please read this important information, compiled from sources that have spent a
- > great deal of time making sure that the information is correct.Â If you agree
- > that people need to be aware of these facts, please share it with other VEBA
- > beneficiaries as we vote for new VEBA Board members.Â We need to choose people
- > who will better represent us, the VEBA beneficiaries.Â It is important that all
- > DSRA VEBA beneficiaries know how our health insurance and life insurance
- > programs are being managed.
- >
- > Â
- > How many VEBA Board members actually need and buy the VEBA health care plans,
- > and participate in the HCTC benefit â€" in reality probably only one of the five
- > VEBA Board members, and that one member's term is ending after election.Â The
- > current VEBA Board has no "skin in the game".Â Who is really caring for the
- > needs of the beneficiaries?
- > Almost all the original VEBA Board members have resigned since this program was
- > stated.Â Why?Â Could it that in many cases resignations were due to strong
- > disagreement with the current VEBA Board members?Â All the Board members who
- > were had all the original negotiating experience for the VEBA plans have quit
- > the VEBA Board.Â Now there is no one on the VEBA Board who has the original
- > negotiating background, and the current VEBA Board is making decisions for all
- > of us â€" preferring to work without our broker who would provide industry
- > experience and expertise.Â Do you have confidence in the VEBA Board negotiating
- > and making decisions about your health care insurance without a broker?
- >
- > The VEBA Board stated on 2/22/2011 that the Trust no longer has a broker.Â Is
- > this true?Â Marsh is still stating that Cone Insurance is our broker.Â The
- > broker is still working for the benefit of beneficiaries, to agreements that
- > have not been terminated.Â It is a fact that our broker is still being paid
- > commissions from premiums paid by beneficiaries, as originally agreed.Â But the



- > broker has been directed not to assist the beneficiaries who are funding the
- > commissions.
- > Why did the VEBA Board cancel the road shows last fall, two weeks before they
- > were supposed to begin?Â These meetings were already budgeted, scheduled, and
- > arranged by the broker, at no cost to the VEBA funds or beneficiaries, meetings
- > which would have fully explained programs and program changes, and would have
- > marketing health care plans to any beneficiaries who were undecided or confused
- > as to which plans to choose "increasing the number of participants, to the
- > benefit of all.Â Meetings which would have also explained the issues around
- > upcoming changes to HCTC and QFM that have now taken place.
- > VEBA plan rates for 2011 were actually negotiated by the broker, who saved our
- > plan almost \$10M through obtaining competitive bids, while Blue Cross wanted to
- > increase rates by 15%.Â However, the VEBA Board noted 2011 negotiations as one
- > of their accomplishments with no reference to the broker.Â The VEBA Board has
- > also stated that they "have no leverage to negotiate" "without any professional
- > assistance from a broker that is true.
- > The VEBA Board noted as another of their accomplishments that they secured \$1.6M
- > special funds under the ERRP (Early Retiree Reinsurance Program process).Â
- > Actually, it was our broker who brought the ERRP program to the attention of the
- > VEBA Board and negotiated the fees related to obtaining those funds.
- > Why was the \$8.75M VEBA funds received from Delphi in 2009 not invested to
- > provide market rate return in 2009-2010?Â Estimated losses to our VEBA funds are
- > hundreds of thousands of dollars of unearned interest.
- > The DSRA VEBA has paid two attorneys ~\$330,000Â in the last 1½ years,
- apparently
- > mostly for work unrelated to start-up and regular administration?Â Those
- > expenses should be broken down in detail and explained to beneficiaries.
- > The VEBA Board indicates that they cannot lobby to get our HCTC reauthorized.Â
- > However, the VEBA Board directed our broker that they did not want them to
- > support the HCTC program in any way, even though the broker had committed to
- > lobby for us when we signed up for this program at the very beginning.Â
- > Meanwhile, the broker has still been assisting and supporting Delphi retirees
- > all along, and lobbying on their behalf, honoring their agreements to assist
- > beneficiaries.
- > It was known that an IRS Private Letter Ruling (PLR) was needed since April
- > 2009, but the VEBAÂ Board did not obtain one, a major contributing factor which
- > almost jeopardized our VEBA plans being qualified for HCTC.Â The VEBA Board
- did
- > very little to solve the problem they created, nor did they do anything to help
- > beneficiaries understand what was going on during the process.Â The VEBA Board
- > prefers to spend additional legal fees for interaction with the IRS regarding
- > HCTC, rather than let the broker interact for them at no additional cost.
- > Â
- > As you vote for new VEBA Board members, please consider these points, and ask
- > each candidate who they willÂ Â Â deal with these important issues.
- >

> Â  
> Signed,  
> A Concern DSRA VEBA Beneficiary

**EFFORTS TO FURTHER STOP INFORMATION FROM GOING TO  
RETIREEES**

**From:** Den Black [mailto:denblack@cox.net]  
**Sent:** Monday, February 28, 2011 12:04 PM  
**To:** Gary Robertson; Dobosz, Paul  
**Cc:** Cunningham, Chuck; Hissam, Michael; Beeber, Ron; Frost, Jim; Norris, John; Dobosz, Paul; Gump, Bruce  
**Subject:** TAKE THIS DOWN NOW ! -- THIS IS SIMPLY FULL OF MISLEADING / ERRONEOUS / DEFAMATORY INFORMATION--Sent To Me From A Concerned Beneficiary  
**Importance:** High

**Paul / Gary-- Please Call me Immediately on my Cell -- Copy to DSRA Board,  
Copy to VEBA Board.**

**This YAHOO is simply unconscionable. Full of Half Truths and Outright Lies !**

**Too numerous to enumerate.**

**Self Serving. Take it Down NOW !**

**Prepared by "Someone"---clearly **NOT** Larry Croisdale---with the intent to  
**MAXIMIZE DAMAGE** to**

**the VEBA. Damage that can / will "Spill Over" to the DSRA Pension  
Preservation.**

**Prepared by "Someone" who is so obsessed with the VEBA "Issues" that they  
will **STOP AT NOTHING****

**to "Scorch the Earth" with their venomous vitriol.**

This simply cannot be allowed to stand.

Whoever wrote this is "Holding a Public Trail" of the VEBA Board. And they have no **"Seat At the Table"**

to defend themselves. Something that we complain about all the time in our "Battle".

Some Folks (maybe many folks ) **who read this TRASH** make the mistake of thinking that---

Because it was on the Computer---it must be true.

So, again, **this POISON** must not be allowed to be posted. Not this one, not any.

Den Black  
Chair--DSRA--Delphi Salaried Retirees Association  
Chesapeake, VA 23320  
(757) 262-9925 Cell (757) 436-2347 Home  
[denblack@cox.net](mailto:denblack@cox.net)

**DSRA CORE CALL AGENDA – Paragraph 6.3**



**DSRA Core Group Conference Call  
Tuesday, March 1, 2011, 7:00 PM EST  
Agenda**

**FOR DISTRIBUTION TO ROLL CALL ONLY,  
NOT FOR FORWARDING POSTING OR PUBLICATION.  
Action items bolded and underscored.**

**Phone number: 213-417-2131, code 368-7021#.**

**Please announce your name when you call in, we need to know who is on line! Please mute your own phone unless you are speaking to the group! Remember to unmute to speak! If the organizer mutes all participants, toggle \*6 to unmute/mute.**

**1. Legal Initiatives**

**1.1 Judge Tarnow's Court – Our Counts 1-4 (PBGC):  
DSRA Scheduling Order proposal filed; still awaiting  
scheduling decision from Magistrate Judge Majzoub.  
Pushing for the Scheduling Order, long overdue. Miller &  
Chevalier's patience has expired. Actions to "Strongly  
Encourage Movement" by the Federal Court being  
developed for execution this week.**

**1.2 Judge Tarnow's Court – Our Count 5: Treasury  
response was due 11/15/10; received 12/21/2010,  
voluminous. Treasury position to the Court is to dismiss.  
What a surprise. Miller & Chevalier completed DSRA  
response, filed 2/25/2011.**

**1.3 FOIA filing with Treasury: Received redacted  
documents 10/2/2010. Expect to uncover much more in  
discovery phase.**

**2. Legislative Initiatives**

**2.1 GAO Investigation – Interim report due mid 2011, full  
report due end 2011. GAO made contact with significant  
"witnesses" to the investigation. Our filing of a response  
to the Treasury was shared with GAO when filed 2/21/2011.**

**2.2 SIGTARP Investigation – SIGTARP and GAO are  
coordinating their investigations. Bruce Gump, Den Black,  
Paul Dobosz spoke with SIGTARP reps. 2/18/2011. Positive  
meeting, open ended, SIGTARP solicits additional input.  
Formal response to the SIGTARP questions sent on  
2/28/11. E-Blast summary of SIGTARP Conference Call  
Blasted on 2/26/11.**

**2.3 Extending HCTC and 80% subsidy – see §6**

Roll Call			
Y=Attended A=Absent R=Regrets			
Arndt, Fred	NV	Strategy	
Baker, Jim	FL	VEBA	
Beeber, Ron	MI	Board-Treas.	
Beiter, Paul	NY	POC	
Black, Den (Chair)	VA	Board-Chair	
Bodkin, Dave	MI	Media Comm.	
Conger, Jim	MI	1114	
Croisdale, Larry	NY	POC	
Cunningham, Chuck	OH	Legal-Ch	
Dobosz, Paul	IN	Board-Secy	
Dykes, Larry	OH	POC	
Erdman, Dale	AL	POC	
Frost, Jim	NY	Board; 1114 Ch	
Garber, Ken	FL	POC	
Gifford, Ben	IN	1114 Comm.	
Gosik, Chet	AZ	POC	
Green, Tom	OH	POC	
Gump, Bruce	OH	Board VCh; Legisl	
Hagenbach, Jim	NY	1114 Comm.	
Harvorth, Dave	IN	POC	
Herbert, Jim	TX	POC	
Higgins, Paul	NY	POC	
Hissam, Michael	TX	Board; Comm.	
Hofius, Elaine	OH	Legislative	
Hollis, Ken	MI	POC	
Hudzik, Mary Ann	OH	Legislative	
Husar, Mike	AZ	Strategy	
Johnson, Jim	MS	POC	
Light, Carol	MI	VEBA-Ch	
Lukasko, Cathy	OH	POC	
Mowell, Bob	NY	Fund raising	
Muffley, Susan	IN	Media	
Norris, John	FL	Board-Comm	
Putt, Gil	WI	POC	
Robertson, Gary	MI	Communication	
Rose, Tom	OH	Fund raising	
Ryan, Allen	OH	Legislative	
Smith, Tom	MS	POC	
Thomas, Jim	FL	Admin	
von Schwedler, Bob	IN	Communication	
Woods, Tom	MI	Legislative;Media	
41	Attended:		

**4.4 "Key Congressional Contacts" Sound Bites – Ron Beeber suggested reports from our "Key Congressional Contacts" for future audio, let Members know of specific actions by DSRA "Key Contacts" for the entire Membership. Inputs to Michael Hissam. Update? Dead?**

**4.5 Other Teams – Audios planned to provide awareness of Fundraising, Finance, and other groups. Dead?**

**4.6 Communications Team – Dave Bodkin –**

## **5. Financial**

**5.1 Financial statement, verbal only – Ron Beeber – Tom Rose ?**

**5.2 Fund Raising Initiatives – Tom Rose – Pledge survey being finalized for members to commit to 2011 contributions, similar to commitment for 2010, review at Board meeting 3/3/2011 for March survey, trying to cadence with next legal update.**

## **6. VEBA Committee – Carol Light, Jim Baker**

**6.1 VEBA Subsidies – Notification of new subsidy schedule was E-Blasted on 2/21/11**

**6.2 2010 Year End Financial Report – Was E-Blasted on 2/20/11**

**6.3 VEBA Board Election – Ongoing thru 3/8/2011. Reminders to vote have been E-Blasted. The seemingly, never ending stream of critical, negative, comments that are posted MUST CEASE TODAY. DO WHAT OUR MOTHERS TAUGHT US. If you cannot post something positive, then do not post anything. It is SIMPLY UNACCEPTABLE TO DO OTHERWISE Those who choose violate this rule need to be "Called Out" and held accountable for their actions.**

**6.4 Term Life Insurance Renewal – discussion with Hartford, 35% rate increase for coming year starting May 2011, MetLife and other alternatives still being investigated. Negotiations progressing well.**

**6.5 HCTC, NEXT STEPS - The VEBA Board is in direct communication with the HCTC, and been provided with an update on their next steps. HCTC will also be sending out notification letters around the end of the month. When can these letters be expected ? Also sending notices Re: Termination of QFM eff. 2/13/2011. QFM qualification and process for "Life Event" change of plans was noted in last week's notes (maybe still some doubt on re-qualification if QFM is reinstated?).**

**6.6 HCTC issues, ref §2.3, 1114 Committee and DSRA Board working to assist the VEBA Committee where possible for solution, pursuing these initiatives (VEBA is 501(c)(9) non-profit corp. cannot lobby):**

**6.6.1 Legislative – INTENSE LOBBYING EFFORT CONTINUES, led by DSRA Legal and Legislative Team. See also POC notes §3.**

**6.6.2 Determining "Next Steps" – This has represented a huge challenge as we continue our daily interface with Members of Congress. We have been led on many "Wild Goose Chases" concerning the "Best Way" to get Congress to act to restore our lost HCTC / OFM Subsidies. Most recently, however, it appears that the "Most Likely Road to Success" is to: 1) Work with our Senate contacts ( especially Democratic contacts ) to encourage them to agree to support the Columbian and the Andean Free Trade Agreements in return for Republican support of the HCTC / TAA. 2) Once this compromise is reached ( and passed ) in the Senate, it is felt that it could then be passed in the House. Given this, we are focusing on our Senate contacts to make this scenario happen.**

**6.7 VEBA Broker of Record** – The VEBA has terminated its relationship with Cone Insurance Group (CIG). Effective 2/28/11, CIG is no longer Broker of Record for the DSRA-BT VEBA. Marsh remains as our Third Party Administrator (TPA). All questions and concerns should continue to be directed to the Marsh Call Center (877-336-3772). This change should be transparent to Policy Holders. Members of the DSRA-BT Board will continue to field questions from our POC's relative to our VEBA Plans.

**6.8 Bankruptcy Court – Proposed Order to Bankruptcy Court Omnibus Hearing re: "In lieu of COBRA" – Waiver language still being negotiated with Delphi.** [Ben Gifford] Dean Gloster, who is on vacation, has delivered a draft motion to the 1114 Committee for review and approval, for submission and VEBA counsel for information. Update ?

**7. Round Table / Other**

**7.1**

**8. Next Core Group Meeting**

**8.1 Tuesday March 8, 2011, 7:00 PM EST.**

**8.2 Meeting adjourned at x:xx PM EST.**

Agenda prepared by Den Black. Notes submitted by John Norris. Errors or omissions to John Norris [Norris.John.C@gmail.com](mailto:Norris.John.C@gmail.com).

William B. Gifford  
538 W. Taylor  
Kokomo, Indiana 46901  
(765) 513-4889

*A Member of the Official Committee of Eligible Salaried Retirees*

*A Delphi Salaried Retiree Association Benefit Trust Beneficiary,*

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

-----X	:	
In re	:	Chapter 11
	:	
DPH Holdings Corp., et al.,	:	Case No. 05-44481 (RDD)
	:	
Reorganized Debtors.	:	(Jointly Administered)
	:	
-----X	:	

#### **CERTIFICATE OF SERVICE**


The undersigned hereby certifies that true and correct copies of:

**A LETTER TO THE COURT CONCERNING VIOLATIONS OF THE "FIRST  
AMENDED AND RESTATED DELPHI SALARIED RETIREES ASSOCIATION BENEFIT  
TRUST AGREEMENT" BY A MEMBER OF THE OFFICIAL COMMITTEE OF  
RETIRED SALARIED EMPLOYEES PURSUANT TO 11 U.S.C. § 1114(d)"**

Filed by: **William B. Gifford**, A Delphi Salaried Retiree Association Benefit Trust  
Beneficiary, Objecting pro-se

Was served via United States Priority Mail to the parties listed on Exhibit A, and via  
United States First Class Mail to the parties listed on Exhibit B on Friday March 11,  
2011.

Dated: March 12, 2011

  
William B. Gifford  
538 W. Taylor  
Kokomo, Indiana 46901  
(765) 513-4889

## Exhibit A

**Service via United States Priority Mail:**

The Honorable Robert D. Drain  
US Bankruptcy Court, S.D.N.Y.  
Courtroom 118  
Hon. Charles L. Brieant Jr.  
Federal Building and Courthouse  
300 Quarropas Street  
White Plains, New York 10601-4140

## Exhibit B

**Service via United States First Class Mail:**

Satterlee Stephens Burke & Burke LLP  
230 Park Avenue  
New York, New York 10169  
(Attn: Timothy T. Brock and Abigail Snow)

Krieg DeVault LLP  
One Indiana Square, Suite 2800  
Indianapolis, IN 46204  
(Attn: Patricia L. Beaty)

Dean M. Gloster  
FARELLA BRAUN + MARTELL LLP  
235 Montgomery Street, 17<sup>th</sup> Floor  
San Francisco, CA, 94104